FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response 1.0

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05067086	Date	Received
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Name of Offering (Interests	
] Section4(6)	[] ULOE
A. BASIC IDENTIFICATION DATA		<i>₩</i>
Enter the Information requested about the issuer.	V	<u> </u>
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Mondrian Emerging Markets Equity Fund, L.P.	SEP	24 2005
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number 1105 North Market Street, Suite 1118, Wilmington, Delaware 19801 (302) 428-3839	(Including Area	Code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code) [If Different from Executive Offices]	(Including Area	COGNIENT /
Brief Description of Business Investment fund	SEV	P £ 9 2005
Type of Business Organization [] corporation [X] limited partnership, already formed [] business trust [] limited partnership, to be formed	y): MASH Q	185/8J
Month Year Actual or Estimated Date of Incorporation or Organization: 09 04 [X] Actual [] Esti Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE CN for Canada; FN for other foreign jurisdiction)	mated	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W. Washington, D.C. 20549.

Copies Required: Five (5) Copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in

Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. Basic Identification Data
 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.
Check Box(es) that Apply: [X] Promoter [] Beneficial Owner [] Executive Officer [] Director [X] General and/or Managing Partner
Full Name (Last name first, if individual) Mondrian Investment Group (US), Inc. (General Partner)
Business or Residence Address (Number and Street, City, State, Zip Code)
1105 North Market Street, Suite 1118, Wilmington, Delaware 19801 Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) Ross, Paul (Chief Executive Officer and Director of the General Partner)
Business or Residence Address (Number and Street, City, State, Zip Code)
1105 North Market Street, Suite 1118, Wilmington, Delaware 19801
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Karolyi, Patricia (Chief Compliance Officer and Director of the General Partner)
Business or Residence Address (Number and Street, City, State, Zip Code)
1105 North Market Street, Suite 1118, Wilmington, Delaware 19801 Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or
Full Name (Last name first, if individual) Cilled College (College College Co
Gillmore, Clive (Director of the General Partner) Business or Residence Address (Number and Street, City, State, Zip Code)
1105 North Market Street, Suite 1118, Wilmington, Delaware 19801
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Donahue, Lori (Secretary and Director of the General Partner)
Business or Residence Address (Number and Street, City, State, Zip Code)
1105 North Market Street, Suite 1118, Wilmington, Delaware 19801
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Stampone, Jackie (Treasurer of the General Partner)
Business or Residence Address (Number and Street, City, State, Zip Code)
1105 North Market Street, Suite 1118, Wilmington, Delaware 19801 Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Langan, William K. (Assistant Secretary of the General Partner) Business or Residence Address (Number and Street, City, State, Zip Code)
1105 North Market Street, Suite 1118, Wilmington, Delaware 19801
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

FORM D

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? [1] [X] Answer also in Appendix, Column 2, if filling under ULCB. [2] What is the intrimum investment that will be accepted from any individual? [3] Stationary 1, 100 and 1, 100 an	-				В.	INFORM	ATION A	BOUT OF	FERING				
Answer also in Appendix, Columa 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? \$1,000,000 Smaller subscriptions may be permitted by the General Partner in its sole discretion. 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC andfor with a state or states, list the name of the broker or dealer only. None Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check *All States* or check; individual) States) [ALJ [AK] [AZ] [AK] [AZ] [AZ] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [H] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MS] [MO] [MT] [NE] [NY] [NY] [NY] [NY] [NY] [NY] [NY] [NY	1.	Has the	issuer sold,	or does the	issuer inte	nd to sell, t	o non-accre	edited inves	tors in this	offering?			
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### Enter the information requested for each person who has been or will be paid or given, directly, or indirectly, any commission or similar renumeration for solicitation of purchasers in connection with sales of securities in the offering. If a person to the sted is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Name Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [LAL] {AK} {AZ} {AR} {AZ} {AZ} {AR} {AZ} {AR} {AZ} {AZ} {AR} {AZ} {AZ} {AZ} {AZ} {AZ} {AZ} {AZ} {AZ	3.											Yes	No
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVES	STORS, EXPENSES AND USE O	F PROCEEDS
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this		
_		
box \square and indicate in the columns below the amounts of the securitie	S	
offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt		\$ 0
Equity	\$0	\$0
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$1,500,000,000	\$920,532,073
Other (Specify)	\$0	\$0
Total		\$920,532,073
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who		
have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the		
number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer i		
dollar amount of their purchases on the total lines. Enter 0 if answer in the control of their purchases on the total lines.	.S	
none or zero.	Number of Investors	Aggregate Dollar Amount of
	Number of investors	Purchases
Accredited Investors	54	\$920,532,073
Non-accredited Investors.		\$0
Total (for filings under Rule 504 only)		\$0
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Offering Rule 505	Type of Security	Dollar Amount Sold \$0
Tulo 505	***************************************	* *
Regulation A		\$0
Rule 504	·	\$0
Total		\$ 0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check	k	
the box to the left of the estimate.		
Transfer Agent's Fees		\$ 0.00
Printing and Engraving Costs		\$ 0.00
Legal Fees.		\$ 0.00
Accounting Fees.	□	
Engineering Fees.		
Sales Commissions (specify finders' fees separately)		
Other Expenses (identify)	🗖	\$ 0.00
Total	[\$ 0.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

\$1,000,000,000.00

payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		yments to		Payments to
		Officers,		Others
		irectors &		
		Affiliates		
Salaries and fees			\$ 0.00	
Purchase of real estate	□\$ 0.00		\$ 0.00	
Purchase, rental or leasing and installation of machinery and	\$ 0.00		\$ 0.00	
equipment				
Construction or leasing of plant buildings and facilities	\$ 0.00		\$ 0.00	
Acquisition of other businesses (including the value of securities	\$ 0.00		\$ 0.00	
involved in this offering that may be used in exchange for the assets or	•			
securities of another issuer pursuant to a merger)	.)			
Repayment of	\$ 0.00		\$ 0.00	
indebtedness				
Working capital			\$ 0.00	
Other (Specify): Investments	33 \$ 0.00		\$1,492,500	,000
Other (Specify): Contribution Charge	\$ 7,500,000		\$ 0.00	
Column Totals.	X \$ 7,500,000		\$1,492,500	,000
Total Payments Listed (column totals added)		X	\$1,500,000,000	

	D. FEDERAL SIGNATURE						
The issuer has duly caused this notice to be signed by the constitutes an undertaking by the issuer to furnish to the U	J.S. Securities and Exchange Commission, upon written						
furnished by the issuer to any non-accredited investor pur	suant to paragraph (b)(2) of Rule 502.						
Issuer (Print or Type) Signature 5 5 5 Date 1							
Mondrian Emerging Markets Equity Fund, L.P.	WILLE	<u> </u>					
Name of Signer (Print or Type)	Title of Signer (Print or Type)						
William K. Langan	Assistant Secretary of Mondrian Investment	t Group					
	(US), Inc., the General Partner of the Issuer						

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE								
1.	Is any party described in 17 CFR 230.262(c), (d), (e) or (f) presently subject to any of the									
	disqualification provisions of such rul	e? Yes No								
		[][]								
	NOT APPLICABLE TO RULE 500	S OFFERINGS								
	See Appe	endix, Column 5, for state response								
2.		akes to furnish to any state administrator of any state in which this notice is filed,								
	a notice on Form D (17 CFR 239.500)) at such times as required by state law.								
3.	The undersigned issuer hereby undert	akes to furnish to the state administrators, upon written request, information								
	furnished by the issuer to offerees.									
	NOT APPLICABLE TO RULE 500	5 OFFERINGS								
4.	Uniform Limited Offering Exemption	t the issuer is familiar with the conditions that must be satisfied to be entitled to the n (ULOE) of the state in which this notice is filed and understands that the issuer ption has the burden of establishing that these conditions have been satisfied.								
	nd this notification and knows the contents authorized person.	to be true and has duly caused this notice to be signed on its behalf by the								
Issuer (Print or T	ype)	Signature Date								
Mondrian Emer	ging Markets Equity Fund, L.P.	William 9/13/01								
Name of Signer (Print or Type)	Title of Signer (Print or Type)								
William K. Lang	gan	Assistant Secretary of Mondrian Investment								
		Group (US), Inc., the General Partner of the								
		Issuer								

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

FORM D

	APPENDIX								
1] 2	2	3		4	5			
	Intend to sell to non- accredited investors in State price offered in state (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)			Type of	investor and amou (Part C-Ite	Disqualific State ULOE explanation granted) (Pa	(if yes, attach		
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK AZ	l								
AZ AR						 			
CA		X	\$1,500,000,000	2	\$35,551,780	0	\$0		
CO CT				-					
DE DE		X X	\$1,500,000,000 \$1,500,000,000	2	\$5,900,000 \$5,000,000	0	\$0 \$0		
DC			\$1,300,000,000		\$5,000,000		30		
FL		X	\$1,500,000,000	3	\$9,158,058	0	\$0		
GA									
HI						ļ	 		
ID IL		X	\$1,500,000,000	6	\$16,425,000	0	\$0		
IN		^	\$1,300,000,000	0	\$10,423,000		30		
IΑ		X	\$1,500,000,000	2	\$23,300,000	0	\$0		
KS									
KY									
LA ME		X	\$1,500,000,000	1	\$10,000,000	0	\$0		
MD		X	\$1,500,000,000	2	\$99,911,744	0	\$0		
MA		X	\$1,500,000,000	3	\$286,114,891	ō	\$0		
MI		X	\$1,500,000,000	6	\$150,911,000	0	\$0		
MN									
MS MO		X	\$1,500,000,000	2	\$12,100,000	0	\$0		
MT		^_	\$1,500,000,000		\$12,100,000	 	30		
NE						<u> </u>			
NV									
NH							<u> </u>		
NJ NM									-
NY		X	\$1,000,000,000	7	\$10,000,000	0	\$0		
NC		X	\$1,000,000,000	2	\$3,120,000	0	\$0		
ND									
OH OK									
OR OR						 	 		
PA		X	\$1,500,000,000	2	\$10,650,000	0	\$0		
RI		X	\$1,500,000,000	1	\$2,500,000				
SC									
SD					·			\ 	
TN TX		X	\$1,500,000,000	6	\$44,500,000	0	\$0		
UT		X	\$1,500,000,000	1	\$125,000,000	0	\$0		
VT									
VA		X	\$1,500,000,000	2	\$17,949,600	0	\$0		
WA WV		X	\$1,500,000,000	1	\$19,100,000	0	\$0		
WI WI		X	\$1,500,000,000	1	\$5,000,000	0	\$0		
WY			\$1,200,000,000	1	φυ,ουο,ουο	<u> </u>	- 		
PR									
Total as of				54	\$920,532.073	0	\$0		